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Attorney for Deloitte& Touche, LLP

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:
	: Chapter 11
	:
DELPHI CORPORATION et al.,	: Case No. 05-44481 (RDD)
	:
Debtors.	: <b><u>NOTICE OF APPEARANCE</u></b>
	:
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PLEASE TAKE NOTICE that, pursuant to, inter alia, Rules 2002, 9007 and 9010(b) of the Federal Rules of Bankruptcy Procedure ("Bankruptcy Rules") and 11 U.S.C. § 1109(b), Deloitte & Touche, LLP ("Deloitte"), the auditor for the year 2005 for the Debtor, hereby appears in the above cases by and through the below-indicated counsel. Deloitte requests that all notices given or required to be given and all papers served or required to be served in the aforesaid cases be given to and served upon:

P. Gregory Schwed, Esq.  
Loeb & Loeb LLP  
345 Park Avenue  
New York, New York 10154-0037

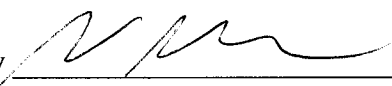
PLEASE TAKE FURTHER NOTICE that the foregoing request includes not only the notices and papers referred to in Bankruptcy Rule 2002, but also all other notices and papers, including but not limited to: notices of any application, motion, petition, pleading, request, complaint or demand, whether formal or informal, whether written or oral, and whether

transmitted or conveyed by mail, delivery, telephone, facsimile transmission, telegraph, telex or otherwise filed or made with regard to the referenced cases and proceedings herein.

PLEASE TAKE FURTHER NOTICE that this Notice of Appearance shall not be deemed or construed to be a waiver of the rights of Deloitte to (i) have final orders in non-core matters entered only after de novo review by the District Court; (ii) trial by jury in any proceeding so triable in these cases or any case, controversy or proceeding related to these cases; (iii) have the District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal; or (iv) any other rights, claims, actions, set-offs or recoupments to which Deloitte is or may be entitled, all of which are expressly reserved.

Dated: New York, New York  
February 16, 2006

LOEB & LOEB LLP

By   
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Attorney for Proposed Auditor  
Deloitte & Touche, LLP